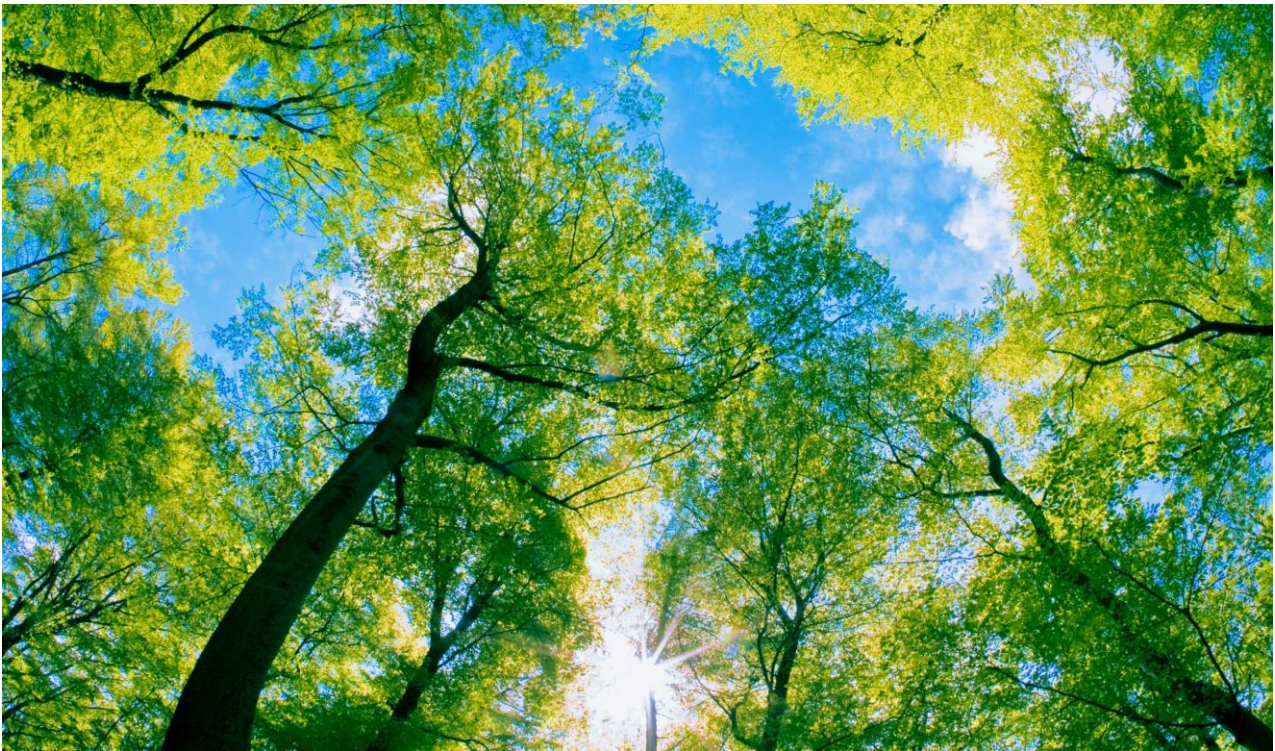




FIL Limited Pillar 3 Disclosures



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1 Introduction

1.1 About this document

This document has been compiled to explain the basis of preparation and disclosure of certain capital requirements for FIL Limited (FIL) and to provide information about the management of certain risks and for no other purpose.

The disclosures do not constitute any form of audited financial statement and have been produced solely for the purposes of Pillar 3 regulatory disclosure requirements.

The disclosures have been reviewed and approved by the Directors of FIL.

The Pillar 3 disclosures focus on risk management at a corporate level and therefore do not give any details of fund or product related risk management activities. The vast majority of the business of FIL comprises managing mutual funds and segregated institutional mandates. These have independent custodians appointed by the mutual fund or the beneficial owner of the institutional account, as the case may be, and are segregated from FIL's corporate balance sheet.

1.2 Background

FIL is a privately-owned group comprising of two divisions, Fidelity International and Eight Roads, with the commitment and resources to provide the investment expertise, technology and service innovation needed to help our clients achieve their financial goals.

Fidelity International offers world class investment solutions and retirement expertise, including tailored investment solutions and full-service asset management outsourcing.

Fidelity International manages assets of \$310 billion on behalf of its customers around the world. Fidelity International also provides investment administration and guidance services for workplace benefit schemes, advisers and individuals, with a further \$106 billion in assets under administration.

Clients include pension funds, central banks, sovereign wealth funds, large corporates, financial institutions, insurers, wealth managers and private individuals.

Eight Roads is the proprietary investment arm of FIL, active in ventures, principal investments and real estate.

Within the FIL Group there are no material deposit-taking, market-making or investment banking entities.

1.3 Responsible investment

It is Fidelity International's duty, as part of its obligations as a fund manager, to be satisfied that mutual funds and segregated accounts managed by Fidelity International only invest in companies which are managed responsibly, and which are in compliance with the legal regimes to which they are subject. This responsibility is an important element of Fidelity International's commitment to always act in the best interests of its clients.

Fidelity International's 'Responsible Investment Policy' document details its approach towards the stewardship of investments made for clients. Information is provided on Fidelity International's approach to engagement and integration of environmental, social and governance (ESG) issues into the investment process, as well as its approach to remuneration policy, voting, take-over bids and returns to investors.

For further information, please click on the link below to download the policy document.

https://www.fidelityinternational.com/static/pdf/common/responsible-investment-policy_2018_interactive.pdf

1.4 Regulatory context

The Basel II Capital Accord is an international framework aimed at incorporating a more risk sensitive approach to the calculation of regulatory capital. The Bermuda Monetary Authority (BMA) implemented a revised regulatory capital framework, based on the provisions of the Basel II Capital Accord, designed for global institutions licensed under the Investment Business Act 2003 and Investment Funds Act 2006 ("the framework").

The framework consists of three 'pillars':

- **Pillar 1** sets minimum capital requirements by providing rules for the measurement of credit, market and operational risk.

- **Pillar 2** requires firms to conduct an internal assessment of capital adequacy based on the firm's actual risk profile to determine whether additional capital is required to cover these risks.
- **Pillar 3** focuses on disclosure requirements, including the key information required to assist external parties in their assessment of the capital adequacy of the organisation.

FIL is regulated for prudential purposes by the BMA.

1.5 Basis of preparation

The disclosures included in this document relate to FIL on a consolidated basis. The consolidation of the financial statements, prepared under US GAAP, prepared as at 31 December each year, includes FIL Limited; its wholly-owned and majority-owned subsidiaries; and certain partnerships in which FIL has a controlling and substantive interest.

For the purposes of the Pillar 1 capital calculations, FIL does not consolidate its life insurance subsidiaries, FIL Life Insurance Limited and FIL Life Insurance (Ireland) Limited, which are regulated by the UK Prudential Regulatory Authority and Central Bank of Ireland respectively. Their business is predominantly related to the provision of regulated unit linked pension contracts. FIL also does not consolidate its captive insurer, Pembroke Hall Insurance Limited, which is regulated by the BMA.

1.6 Materiality

Regulations permit the omission of one or more of the required disclosures, if that information is immaterial. A disclosure is deemed to be material if the omission of that information would likely change or influence the assessment or decision of a user relying on that information for the purposes of making economic decisions. Where a disclosure is considered to be immaterial, this has been stated.

1.7 Frequency of disclosure

These disclosures are required to be made on a biannual basis, in line with BMA guidance. If appropriate, some disclosures will be made more frequently.

FIL has an accounting reference date of 30 June and disclosures will be published each December with an interim disclosure the following June.

The disclosures are published on the Fidelity International website:

<https://www.fidelityinternational.com/static/pdf/common/disclosure-notes.pdf>

1.8 FIL and its principal subsidiaries

The principal subsidiaries that primarily affect the consolidated profits or net assets of FIL are shown in the table below:

FIL	
FIL Fund Management Limited	Bermuda incorporated entity that acts as investment manager & adviser
FIL Distributors	Bermuda incorporated entity that acts as the general distributor of Fidelity funds
FIL Services (Bermuda) Limited	Bermuda incorporated intermediate holding company for real estate investments - 19 active subsidiaries
FIL Asia Holdings Pte Limited	Singapore incorporated intermediate holding company - 16 active subsidiaries
FIL Holdings (UK) Limited	United Kingdom incorporated intermediate holding company - 10 active subsidiaries
FIL Holdings (Luxembourg) SA	Luxembourg incorporated intermediate holding company - 7 active subsidiaries

2 Risk Management

2.1 Risk management objectives and policies

Risk management is defined across FIL by the Enterprise Risk Management (ERM) Framework. The framework supports the effective identification of risks, potential events and trends which may significantly affect FIL's ability to achieve its strategic goals or maintain its operations.

The ERM Framework includes:

- the application of a common enterprise-wide risk management framework, activities and processes across the organisation;
- clear assignment of roles, responsibilities and accountabilities for risk management;
- the effective use of appropriate risk identification, mitigation and management strategies;
- the integration of relevant, reliable and timely risk management information into reporting and decision-making processes; and,
- the identification and assessment of existing and uncertain future events that may influence the achievement of business plans and strategic objectives



2.2 Risk strategy

FIL's risk strategy is to ensure that effective risk management is embedded in all core operating and decision-making processes, and that existing and emerging risks are identified and managed within acceptable risk limits for financial risk and risk tolerances for non-financial risks.

FIL's risk strategy is supplemented by a risk appetite framework, including risk appetite

statements and related metrics, which reflect the aggregated level of risk that the organisation is willing to assume or tolerate in order to achieve its business objectives.

FIL's risk management framework includes both qualitative and quantitative monitoring of risk metrics, escalation processes and action management plans to ensure that the organisation remains within risk appetite statements, limits and tolerances.

2.3 Risk governance

FIL is committed to the highest standard of corporate governance, business integrity and professionalism in all its activities.

The FIL Board is accountable for ensuring that appropriate governance structures and internal controls are implemented to comply with rules, laws and regulations and FIL's policies; and that these are consistent with protecting clients and customers and are in the long-term interests of FIL's shareholders.

The FIL Board is responsible for the supervision, leading and controlling of its subsidiaries. It is responsible for the implementation of the ERM and has created a governance structure to provide oversight and direction to the business through delegated authorities to designated committees and forums as represented in section 4. The committees inform the FIL Board of the risk profile and effectiveness of the risk management framework. The FIL Board receives matters escalated for consideration from subsidiary boards and committees.

The risk management structure at FIL is designed on a 'Three Lines of Defence' basis to ensure clear accountabilities for all risk management activities in the organisation.

The 1st Line of Defence is risk owners, owning all risks emerging from their respective business and/or processes and being accountable for managing, monitoring and mitigating these risks on an ongoing basis in line with established policies, tools and procedures.

The 2nd Line of Defence, which includes the Global Risk Team and risk-type controllers, comprises an independent risk and control layer responsible for the design of core enterprise and

specific risk-type frameworks, methodologies and tools, and provides risk oversight.

The 3rd Line of Defence is internal audit, which provides independent assurance on the adequacy of the design and effectiveness of the 1st and 2nd lines of defence.

The Global Chief Risk Officer is responsible for developing and implementing an appropriate risk framework to oversee the execution of risk practices and processes; and ensuring appropriate risk oversight across the three lines of defence. The Global Chief Risk Officer chairs the Global Risk Forum, whose responsibilities are outlined in section 4, and prepares FIL's risk strategy and risk profile.

Regional Chief Risk Officers report directly to the Global Chief Risk Officer and assume responsibilities for oversight and supporting adherence to the risk strategy and ERM framework requirements within their region.

2.4 Risk aware culture

FIL has adopted an approach to promote, embed and measure a strong risk aware culture across the organisation, including reinforcing individual behaviours and capabilities that are aligned to FIL's core values and beliefs. This approach also includes alignment of compensation and performance structures which incentivise risk accountability and the right risk behaviours.

2.5 Risk identification and assessment

The FIL risk taxonomy provides a consistent approach for the classification, identification and definition of risk and covers all relevant risks across the organisation.

As part of the risk management cycle, a risk assessment is conducted to ensure understanding of risk levels, including materiality and impact. Identifying and understanding root cause, materiality drivers, themes and impacts of individual and aggregated risks are considered throughout the risk assessment process.

Risk-type controllers, in conjunction with the Global Chief Risk Officer, are responsible for review and challenge of the aggregated risks identified and assessed by risk owners.

2.6 Risk mitigation and management

Risk mitigation strategies are crucial for ensuring levels of residual risk are managed within risk appetite and includes a defined control environment, remediation processes, strategic de-risking of processes, risk transfer (insurance), disposal of assets or reduction of exposure, diversification and collateral.

Risk-type controllers are responsible for prescribing, monitoring and testing minimum control requirements aligned to FIL's risk appetite for that risk-type. Risk owners are expected to meet the minimum control requirements and to develop and implement additional controls to appropriately manage their specific risks and risk levels.

2.7 Risk reporting

The following items are reported to the FIL Audit and Risk Committee, whose responsibilities are outlined in section 4, on at least a quarterly basis:

- Risk profile, including Top Risks
- Risk appetite breaches
- Key risk and control indicators; including concentration risks
- Material risk events or issues
- Regulatory and capital reporting
- Any material risks related to Group interdependencies

2.8 Board declaration

The FIL Board is responsible for setting the risk strategy and maintains accountability for oversight of FIL including, but not limited to, oversight and monitoring of FIL's overall risk profile and risk framework.

The FIL Board considers the current risk management arrangements to be adequate.

3 FIL's Risk Profile

3.1 FIL's risk profile

FIL is exposed to the following risks which have been acknowledged by the FIL Board, documented in FIL's risk taxonomy and assessed.

Key Risks	Risk Types
Financial	Counterparty / credit risk Market risk Liquidity risk Pension risk
Operational	Operational delivery risk Duties to customer risk Employment practices & workplace safety Legal risk Oversight risk Regulatory risk Financial crime risk Financial reporting risk Information security risk Business process disruption risk Record & data management risk Model risk Technology failure risk
Investment	Fund counterparty / credit risk Fund market risk Fund liquidity risk
Strategic	Market dynamics risk Business strategy risk Business performance risk

- **Counterparty / Credit risk** is the risk of a counterparty failing to meet their financial obligations to FIL when due.
- **Market risk** is the risk of an adverse financial impact due to changes in fair values of financial instruments from fluctuations in foreign currency exchange rates, interest rates, property prices and equity prices.
- **Liquidity risk** is the risk that FIL, although solvent, either does not have available sufficient financial resources to enable it to meet its obligations as they fall due, or can secure them only at excessive cost.
- **Pension obligation risk** is the risk caused by a contractual or other liability to, or with respect to, a pension scheme. It also means the risk that FIL will make payments or other contribution to a

pension scheme because of a moral obligation, or because FIL considers that it needs to do so for some other reason.

It is FIL's policy to maintain sufficient liquidity to enable it to inject capital rapidly into subsidiaries to meet all reasonably foreseeable requirements and scenarios. There are no significant regulatory or exchange control restrictions that would prevent this and the required currencies can generally be obtained either same day or the next business day. There are some limited restrictions on repatriating capital from subsidiaries back to FIL.

Operational Risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.

Investment risk arises in the investment funds managed by FIL. It is borne by investors, provided FIL manages the funds within limits and in line with investor expectations. FIL is actively managing communications and disclosures with investors to ensure that the risk profile of the funds is transparent and understood by those who ultimately bear this type of risk. The risks are monitored through risk indicators to ensure the funds are not exposed to significant credit or concentration risk with respect to their primary counterparties.

Strategic risk is the risk associated with an inappropriate or non-performing strategy. Typically, this risk affects the revenues and/or profitability of FIL or result in opportunity costs which are not directly mitigated by capital.

There are no subsidiaries where actual capital resources are lower than the local minimum capital requirements as at 31 December 2018.

3.2 Other risks

The following risks have also been considered and are not currently deemed material to FIL:

Concentration risk is the risk of large individual exposures and significant exposures to groups of counterparties whose likelihood of default is driven by common underlying factors (sector, economy, geography location, instrument type). FIL does not have significant concentrations of clients, fund strategies or balance sheet exposures, and the risk is mitigated through credit exposures being diversified across a range of approved counterparties in accordance with agreed limits.

Counterparty monitoring is performed on a daily basis.

Residual risk (a sub-category of credit risk) is the risk that recognised risk measurement and mitigation techniques used by the credit institution prove less effective than expected. This risk is not considered to be applicable as FIL does not have a loan book.

Securitisation risk is the risk that the capital resources held by the financial institution in respect of assets which it has securitised are inadequate with regard to the economic substance of the transaction, including the degree of risk transfer achieved. FIL does not undertake securitisation and hence this risk is not applicable

4 Governance Structure

The structure of the FIL Board and its committees and forums is referenced below:



The FIL Board has formed the following standing committees of the Board:

- The **Audit and Risk Committee** is responsible for ensuring that the management of the businesses implement and maintain a risk management and internal control framework in order to manage the associated risks appropriately and to comply with legal and regulatory requirements. It makes recommendations for changes to, and enforcement of, policy and escalates issues of concern to the Board. It directs oversight and challenge activities from the internal audit, general counsel (including compliance) and the risk management teams.
- The **Capital Committee** has the primary role of reviewing and assessing potential large and/or strategic investments of capital by FIL. The Committee also has delegated authority, within certain financial limits, to approve transactions in its own right.
- The **Remuneration Committee** has responsibility for taking a group-wide perspective on the principles and parameters of remuneration, and for oversight of the remuneration for specified senior executives.

The FIL Board has approved the following key management oversight committees:

- The **Ethics Oversight Group** has responsibility to the Board and is a referral point on policy issues relating to the Code of Conduct.
- The **Derivative and Counterparty Risk Committee** is responsible for ensuring that all risks associated with derivatives are continually assessed and that an appropriate control environment is implemented by line management
- The **Asset and Liability Committee** is a business committee of FIL, responsible for the management of capital and liquidity across FIL. It acts as the pre-approval forum for specified matters, and it fulfils an additional function as a technical discussion forum for matters relating to capital and liquidity generally.

Management has formed the following key forums and committees:

- The **FIL Global Risk Forum** acts as the key risk management forum for executive management of the Fidelity International business, whose responsibilities include approval and oversight of the core risk management frameworks and direct

responsibility for ensuring remediation of material risk issues including breaches of Risk Appetite, Limits or Tolerances. This includes recommending and/or informing the FIL Audit and Risk Committee of material risk issues, reviewing and approving appropriateness of key risk frameworks and policies and, where necessary, seeking Board approval. The Global Risk Forum includes all members of the Global Operating Committee and is chaired by the Global Chief Risk Officer.

- The **Eight Roads Risk Committee** serves as the key risk management forum for executive management of the Eight Roads business, whose responsibilities include oversight of the risk strategy, risk profile, risk management cycle and governance. This committee has escalation and reporting lines to the FIL Audit and Risk Committee. The Global Chief Risk Officer is a member of the committee.

4.1 Board membership

The FIL Board is largely comprised of experienced non-executive directors, whose appointment is the responsibility of voting Shareholders.

The FIL Board members as of 31 Dec 2018 are Abigail Johnson, Anthony Bolton, Barclay Simmons, Cheryl-Ann Lister, Edward C Johnson IV, Glen Moreno, Jacques de Vaucleroy, Gunn Waersted Robert Stewart and Simon Haslam.

The FIL Board conducts a periodic self-assessment of the Board as a whole and of individual Board members, as well as its governance practices, and takes corrective actions or makes improvements as deemed necessary or appropriate.

5 Capital

5.1 Capital resources

Tier 1 capital is the highest-ranking form of capital and includes permanent share capital, retained profits and other reserves. Included in Tier 2 capital are reserves/fair value gains on equity securities. The capital position as of 31 Dec 2018 is shown in the tables below. Certain figures included in the tables below have been taken from the unaudited financial statements.

FIL Prudential Consolidated Capital Position	31-Dec-2018 \$'m
Tier 1 Capital	
Permanent share capital and related share premium accounts	378
Reserves	4,318
Non-controlling interests	916
Less: Goodwill and other intangibles	(196)
Tier 2 Capital	
Reserves / fair value gains on equity securities	54
Total Tier 1 and Tier 2 Capital	5,533
Less: Deductions from capital	
Investments in insurance subsidiaries and financial entities	(1,048)
Other	(7)
Total (Net) Capital	4,478
Less: Pillar 1 regulatory capital requirement at 8% of risk weighted assets (RWA)*	
Credit risk	644
Operational risk	298
Total Pillar 1 Regulatory capital requirement	942
Total Pillar 1 Capital surplus	3,536
Total (Net) Capital as a percentage of BMA Regulatory capital requirement	475%
Risk asset ratio (Total (Net) Capital / RWA)	39%
* Total RWA as at 31 Dec 2018 is \$11,536	

FIL Prudential Consolidated Balance Sheet Position	31-Dec-18 \$'m
Bank and cash balances	632
Accounts receivable	1,304
Invested assets	
Securities available for sale	549
Equity in net assets of investees	2254
Equity Securities at FVTNI	1602
Property investments	870
Other securities	2,168
Notes receivable	91
Deferred tax and other assets	201
Property, plant and equipment, net	647
Intangible assets	
Goodwill	185
Other intangible assets	12
Total Assets	10,515
Total Liabilities	4,270
Total Equity	6,245
Total Liabilities and Shareholders' Equity	10,515

Reconciliation of Capital Requirements to Prudential Balance Sheet	31-Dec-18 \$'m
Total equity per prudential balance sheet	6,245
Less: Disallowed reserves	(141)
Less: Preference shares	(374)
Less: Goodwill and other intangibles	(196)
Tier 1 Capital	5,534

5.2 Asset encumbrance

Encumbered assets are defined as assets pledged as collateral or that are restricted to be used for secured funding, for example, mortgage loans pledged in favour of covered bond holders, securitised assets and collateral for repos and securities financing transactions.

Certain investment properties within the proprietary investment portfolio are subject to limited recourse debt arrangements but are deemed immaterial for disclosure.

6 Capital Adequacy

6.1 Calculation of capital requirements - Pillar 1

The BMA requires FIL to report the Pillar 1 capital requirements under the standardised approach for credit and operational risk based on 8% of RWA for each applicable exposure class. FIL's Pillar 1 capital requirements are formally reported to the BMA on a quarterly basis.

6.2 Calculation of capital requirements - Pillar 2

Under Pillar 2 an internal capital assessment is undertaken to analyse the key risks that could threaten FIL's ability to meet its objectives and obligations. The assessment determines the capital required to withstand severe annual losses at a 99.5% confidence level. FIL performs the assessment annually or more frequently if changes to the business warrant it. It uses scenario modelling and stress testing to assess all risks faced by the business, taking into account any mitigation that is in place, or could realistically be affected.

Capital is held to ensure that FIL maintains a suitable margin in excess of the higher capital requirement of Pillar 1 or Pillar 2.

6.3 Credit risk

The credit risk assessment includes on and off-balance sheet items that are required to be assessed as credit risk exposures under Pillar 1. The credit risk requirement at 31 December 2018 is \$644m.

FIL uses a dedicated team of credit risk specialists that undertakes in-depth ongoing reviews of external ratings and other market information of all FIL approved bank counterparties, allowing proactive measures to be taken by FIL to manage exposures, including but not limited to, counterparty limit reductions or suspensions on a timely basis where necessary.

Exposure values by sector:

	31-Dec-18 \$'m
Cash	49
Sovereigns	115
Public sector entities	31
Corporates	143
Banks and securities firms	2,085
Real estate and other fixed assets	1,517
Non-trading investment portfolio	3,739
Other, including prepayments and debtors	2,836
Total credit risk exposure	10,515

Exposure values by credit quality:

	31-Dec-18 \$'m
AAA to AA-	1,847
A+ to A-	355
BBB+ to BB- (& unrated)	148
Below BB-	-
Other not rated exposures	8,171
Total credit risk exposure	10,515

'Past due' assets & provisions

Financial assets are considered to be past due when payment has not been made by the contract due date. An asset is considered as impaired when the carrying value of the asset is greater than the recoverable amount through sale or use. FIL reviews its financial assets on a regular basis for indicators of impairment.

As at 31 Dec 2018 FIL had no material assets past-due greater than 30 or 60 days.

6.4 Market risk

Financial investments that make up FIL's investment capital are considered to be non-trading, as they are not managed with a view to making profits or avoiding losses on a short-term basis. Pillar 1 capital is therefore not required to be calculated for market risk but the non-trading positions held, are included within the credit risk requirements, as prescribed by the Pillar 1 standardised approach.

6.5 Operational risk

FIL has adopted the standardised approach for operational risk to calculate the capital requirement under Pillar 1. The operational risk requirement as at 31 Dec 2018 is \$298m.

7 Remuneration Policy and Practices

7.1 Background

FIL is a private company owned by management and the founding family. Key employees are, from time to time, offered the opportunity to purchase FIL common shares out of their own post-tax monies, which helps to ensure strong alignment between shareholders and management and also inculcates a suitably long-term time horizon. Such shareholdings are generally retained throughout the individual's employment at FIL and are relatively illiquid. The Board of FIL believes that over the medium to long-term the majority of the wealth creation of a key employee will be derived from the FIL shareholdings, rather than the components of remuneration covered by salary, benefits, bonus and other incentive plans.

FIL has a 'Diversity at Work' policy for all employees. FIL believes that its success is based on maintaining and developing an environment where employees are recognised as individuals and individuals are not discriminated against. The FIL Remuneration Committee has in 2018 established a Diversity and Inclusion Working Group.

7.2 Decision-making process

The remuneration policy is set at FIL level, in keeping with all group policies and practices. Subsidiary company Boards have no formal responsibility for setting local remuneration policy, except as prescribed by local legal requirements.

7.3 Remuneration committee and oversight

FIL has established a remuneration committee as described in section 4. The committee has responsibility for taking a group-wide perspective on the principles and parameters of remuneration, and for oversight of the remuneration for specified senior executives.

The remuneration policy and compensation for individuals is set with an appropriate level of challenge and independence for a privately-owned asset management company.

The FIL Board and senior management take full account of FIL's strategic objectives in setting the remuneration policy and the Board is mindful of its duties to shareholders and other stakeholders. In making decisions on remuneration, senior management seeks to preserve shareholder value by ensuring the successful recruitment, retention and motivation of employees.

No individual is involved in decisions relating to his or her own remuneration.

7.4 Pay and performance

FIL remuneration is made up of fixed pay i.e. salary and benefits and performance-related pay which is designed to reflect performance against a range of quantitative and qualitative targets.

The remuneration package is structured in a way that the fixed element is sufficiently large to enable the company to operate a fully flexible and discretionary bonus policy.

FIL sets the variable component in a manner which takes into account individual performance, performance of the individual's business unit and the overall results of FIL as a whole.

Staff performance is formally evaluated annually. The evaluations also consider the staff member's contribution in promoting sound and effective risk management where appropriate.